

RECORDATION NO. 27156-A FILED

SEP 12 '07 -8 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 12, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5, dated as of September 12, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 being filed with the Board under Recordation Number 27156.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wilmington Trust Company, not in its individual capacity but solely as Indenture Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

Owner Trustee: Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Owner Trustee  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, UT 84111

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A description of the railroad equipment covered by the enclosed document is:

276 railcars:

NOKL 738300 – NOKL 738329;  
FURX 893500 – FURX 893539;  
FURX 804210 – FURX 804249;  
and within the series AGPX 96100 – AGPX 96199 and TILX  
636833 – TILX 636907 as more particularly set forth in the  
attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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**SURFACE TRANSPORTATION BOARD**

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,  
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2,  
TRUST INDENTURE SUPPLEMENT NO. 3, TRUST INDENTURE SUPPLEMENT NO. 4 AND  
TRUST INDENTURE SUPPLEMENT NO. 5  
(Surface Transportation Board)**

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, TRUST INDENTURE SUPPLEMENT NO. 4 AND TRUST INDENTURE SUPPLEMENT NO. 5 dated as of September 12, 2007 (this "Memorandum"), is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following.

A Owner Trustee has granted to Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedules 1, 2, 3, 4 & 5 attached hereto (the "Equipment"), other than Excepted Property, pursuant to the terms of that certain Trust Indenture and Security Agreement, that certain Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5, each dated as of September 12, 2007, between Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to Indenture Trustee a security interest in that certain Equipment Lease Agreement (FURC Trust No. 2007-2B), that certain Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 relating to the Equipment, each dated as of September 12, 2007, between Owner Trustee, as Lessor, and First Union Rail Corporation, as Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]





**Schedule 1**

Description of Equipment under Lease Supplement No. 1

<b>Basic Group</b>	<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>	<b>Builder</b>
A	73' Centerbeams Flatcars, riserless, 286,000 lb GRL (F483)	NOKL	738300-738329 (both inclusive)	30	National Steel Car Ltd.

**Schedule 2**

Description of Equipment under Lease Supplement No. 2

<b>Basic Group</b>	<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>	<b>Builder</b>
B	Covered Hoppers, pressure differential, 5,660 cu.ft., pressure differential, 286,000 lb. GRL (C614). Food grade lining in 20 cars and 20 cars are unlined	FURX	893500-893539 (both inclusive)	40	Trinity Industries, Inc.

**Schedule 3**

Description of Equipment under Lease Supplement No. 3

<b>Basic Group</b>	<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>	<b>Builder</b>
C	Covered Hoppers, Cement, 3,200 cu ft., thru sill, 286,000 lb. GRL (C112)	FURX	804210-804249 (both inclusive)	40	Kasgro Rail Corporation

**Schedule 4**

Description of Equipment under Lease Supplement No. 4

<b>Basic Group</b>	<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>	<b>Builder</b>
<b>D</b>	Covered Hoppers, 5,161 cu. ft., 286,000 lb. GRL (C114)	AGPX	096100-096116 (both inclusive); 096119-096125 (both inclusive); 096127-096137 (both inclusive); 096139-096145 (both inclusive); 096147-096158 (both inclusive); 096160-096173 (both inclusive); and 096175-096199 (both inclusive)	93	Trinity Industries, Inc.

**Schedule 5**

Description of Equipment under Lease Supplement No. 5

<b>Basic Group</b>	<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>	<b>Builder</b>
<b>E</b>	6,351 cu.ft. Covered Hoppers equipped with four 42" x 42" bottom outlet gates, 286,000 lb. GRL (C114)	TILX	636833-636869 (both inclusive); 636871-636887 (both inclusive); and 636889-636907 (both inclusive)	73	Trinity Industries, Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/12/07



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Robert W. Alvord